

Bylaws of the Rotary Club of Utica, NY

Article 1 - Election of Directors and Officers

Section 1

Each year, at a September meeting of the board of directors, the president shall recommend to the board for its approval a nominating committee, comprised of five members, none of whom shall be a board member. It shall be the duty of the nominating committee to confer with members of the club to inquire into the availability and qualifications to serve as an officer and/or director.

The chairperson of the nominating committee shall present the committee's recommendations for president, president-elect, vice president, secretary and treasurer, plus 10 candidates for five positions on the board, to the membership at the annual meeting as set forth in Article IV. In addition to those names submitted by the nominating committee, nominations may be made from the floor for the five director positions. All names shall be placed on a ballot in alphabetical order under each office. The membership shall be given 14 days from the annual meeting to cast their ballot with the secretary. Those receiving the most votes shall be declared elected. In case of a tie for the fifth position, the president-elect shall determine the candidate, from those tied, who shall serve.

Section 2

The officers so elected shall serve for a term of one year, said term commencing on the first day of July following their election. Each of the five directors so elected shall serve for a term of three years, said term commencing on the first day of July following their election. Prior to the first of July next, the president-elect shall recommend to the board for its approval, a member of the club to act as sergeant-at-arms, for the coming year. The individual subsequently approved shall be announced to membership, prior to the start of the new Rotary year. The sergeant-at-arms shall serve as an officer for a period of one year.

Section 3

The officers and directors, so elected and/or approved in Section 1 and 2 above, together with the immediate past president shall constitute the board of directors.

Section 4

A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 5

A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

Article II Board of Directors

The governing body of this club shall be the board of directors consisting of 22 members of this club; 15 directors elected in accordance with Article I, Section 1 of these bylaws, plus the

president, president-elect, vice president, secretary, treasurer, sergeant-at-arms and the immediate past president. Directors shall not succeed themselves after serving a three year term of office, but may serve upon the board as a duly elected officer immediately following expiration of a term, if so elected.

Article III Duties of Officers

Section 1 - President

It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to the office of president.

Section 2 – President-elect

It shall be the duty of the president-elect to preside at meetings of the club and board in the absence of the president, to be Chairperson of the Club Service Avenue and to perform such other duties as may be prescribed by the president or the board. The president-elect shall also attend the President-elect Training (PETS), sponsored by District, prior to assuming the position of president of the club.

Section 3 – Vice-President

It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and the president-elect, to be Chairperson of the Community Service Avenue and to perform such other duties as may be prescribed by the president or the board.

Section 4 – Secretary

It shall be the duty of the secretary to keep the records of membership, record the attendance, send out notices of meetings, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International (RI), including the semiannual reports of membership, which shall be made on 1 January and 1 July of each year, and including prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district within 15 days of the last meeting of the month, collect and remit to RI subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office of secretary. Upon retirement from office, the secretary shall turn over to the incoming secretary or to the president all records or any other club property.

Section 5 – Treasurer

It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, and to perform such other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Section 6 – Sergeant-at-Arms

The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and/or as may be prescribed by the president or the board.

Article IV Meetings

Section 1

Annual Meeting. An annual meeting of this club shall be held on the first regular meeting in December of each year, at which time the nominations of officers and directors to serve for the ensuing year shall take place (see Article 1, Section 1).

Section 2

The regular meeting of this Club shall be on a day established by vote of the Board of Directors. Due notices of any changes to or canceling of the regularly-scheduled Club meeting shall be given to all members of the Club.

Section 3

One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4

Regular meetings of the board shall be held during the third week of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 5

Ten (10) members of the board members shall constitute a quorum.

Article V Fees and Dues

Section 1

The admission fee, as prescribed by the board, shall be paid before the applicant can qualify as a member. At times, the board may approve a reduction or suspension of admission fee, in order to promote membership growth.

Section 2

The membership dues shall be as prescribed by the board per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to THE ROTARIAN magazine. (Note: As of July 2001, the subscription price of THE ROTARIAN is US\$12.00 per annum.)

Article VI Method of Voting

The business of this club shall be transacted by live vote at any regular or special meeting of the board, or by electronic vote. An electronic vote (eVote) shall be a vote cast by email, fax, or verbally in response to a motion made by a member of the board, seconded by another member, and distributed to every member of the board, as directed by the President. When an eVote is requested, members of the board shall respond within 48 hours of receipt of such proposal or within such other reasonable time period as the President shall so designate. Members shall vote

"For" or "Against" said proposal or vote to "Defer" action until an actual meeting of the board. A single "Defer" vote will defer action until the next actual board meeting, unless the deferring member, prior to that meeting, changes his "Defer" vote to a "For" or "Against" vote. A majority vote out of the eVote responses cast by a quorum of board members would be sufficient for approval, assuming there are no votes to defer. The election of officers and directors shall be by printed, emailed or faxed ballot.

Article VII Avenues & Committees

Section 1 - Avenues

(a) The club shall focus its service efforts on the four Avenues of Service: Club, Community, International and Vocational.

(b) The Club Service Committee shall be chaired by the president-elect.

(c) The Community Service Committee shall be chaired by the vice president.

(d) The International and Vocational Service Committees shall be chaired by members from the board.

(e) The work of each Avenue will be assumed by specific committees, as appointed and deemed necessary by the president, subject to the approval of the board, on particular phases of the respective Avenue.

(f) The president shall be an ex officio member of all Avenue committees and, as such, shall have all the privileges of membership thereon.

(g) Each Avenue committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.

Section 2 - Club Service Avenue

(a) The president-elect shall serve as chairperson of the Club Service Avenue and as such shall be responsible for club service activities and shall supervise and coordinate the work of the committees in the club service avenue

(b) The president and president-elect shall appoint chairpersons, subject to approval of the board, for the following primary committees, and any others deemed necessary: Finance, Membership, Program, Public Relations, Publication, Technology & Fellowship.

Section 3 - Community Service Avenue

(a) The vice president shall serve as chairperson of the Community Service Avenue and as such shall be responsible for community service activities and shall supervise and coordinate the work of the committees in the community service avenue.

(b) The president and vice-president shall appoint chairpersons, subject to approval of the board, for the following committees and any others deemed necessary: Urban Concerns, Handicap Persons, AIDS Awareness, Literacy, Senior Citizens, Youth Services & Progress Recognition.

Section 4 - International Service Avenue

(a) A board member shall serve as chairperson of the International Service Avenue and as such shall be responsible for international service activities and shall supervise and coordinate the work of the committees in the international service avenue.

(b) The president and the board member shall appoint chairpersons, subject to approval of the board, for the following committees and any others deemed necessary: Gift of Life, RI Foundation, Youth Exchange & Group Study Exchange.

Section 5 - Vocational Service Avenue

(a) A board member shall serve as chairperson of the Vocational Service Avenue and as such shall be responsible for vocational service activities and shall supervise and coordinate the work of the committees in the vocational service avenue.

(b) The president and the board member shall appoint chairpersons, subject to approval of the board, for the following committees and any others deemed necessary: Vocational Awareness & Vocational Awards (Pride of Workmanship).

Article VIII Duties of Avenues & Committees

Section 1 - Club Service Avenue

This avenue and its committees shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The president-elect, as chairperson, shall be responsible for promoting regular meetings of the committees in this avenue and shall report to the board, at each monthly board meeting, on behalf of all committee's activities.

(a) Finance Committee. This committee and its sub-committees shall (1) prepare the annual budget for approval by the board; (2) conduct a review of all records at the end of each year; and (3) conduct the Service Fund Drive to raise adequate funds to support the club's service projects during a Rotary year.

(b) Membership Committee. This committee and its sub-committees shall (1) promote membership in the club to qualified candidates through marketing, promotions, referrals and other methods; (2) consider all proposals for membership from the personal side and investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership, prior to presentation to the board; and (3) shall be responsible for conducting a formal Orientation.

(c) Mentor Committee. This committee shall oversee the mentor of all new members, during their first year in the club, by assigning an experienced Rotarian to work with the new member and explain the many facets of Rotary service.

(d) Attendance & Fellowship Activities Committee. This committee and its sub-committees shall (1) monitor and encourage attendance at regular meetings and other club events or involvement in service projects. (2) encourage attendance at other Rotary meetings, including district conferences, intercity meetings and regional conferences; (3) collect attendance at regular meetings and submit attendance sheet to the secretary; (4) work in conjunction with the secretary to ascertain and remove conditions that contribute to unsatisfactory attendance; and

(4) promote acquaintance and friendship among the members in all reasonable ways and to offer "good cheer" when needed most.

(e) Program Committee. This committee shall endeavor to develop, confirm and arrange for varied and unique programs to be presented at each regular and special meeting of the club.

(f) Public Relations Committee. This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the club.

(g) Publications Committee. This committee shall endeavor, through the publishing of the HUB, a weekly club bulletin, to stimulate interest and improve attendance by announcing upcoming programs, relating highlights of the previous meeting, contributing to the Rotary education of all members. Additionally, this committee shall stimulate reader interest in THE ROTARIAN and arrange for brief monthly review of the magazine at regular club meetings and provide a copy of the magazine for non-Rotarian speakers.

(h) Technology Committee. This committee shall develop, devise and carry into effect plans to (1) offer effective and time-saving electronic communication options to members; (2) promote the use of electronic options for club business to reduce costs; and (3) develop, maintain and update the club web site.

Section 2 - Community Service Avenue

This avenue and its committees shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The vice-president, as chairperson, shall be responsible for promoting regular meetings of the committees in this avenue and shall report to the board, at each monthly board meeting, on behalf of all committee's activities.

(a) The Handicapped Persons, Urban Concerns, Youth Services & Scholarship, AIDS Awareness, Literacy & Senior Citizens committees shall devise and carry into effect plans which will guide and assist the members of this club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.

(b) The Progress Recognition committee shall devise and carry into effect plans which will guide and assist the members of this club in working to make the community a better place to live by improving the physical condition of the community and its facilities and addressing environmental concerns.

Section 3 - International Service Avenue

This avenue and its committees shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairperson of this committee shall be responsible for promoting regular meetings of the committees in this avenue for the international service activities of the club and shall report to the board, at each monthly board meeting, on behalf of all committee activities.

Section 4 - Vocational Service Avenue

This avenue and its committees shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships. The chairperson of this committee shall be responsible for promoting regular

meetings of the committees in this avenue and shall report to the board, at each monthly board meeting, on behalf of all committee activities.

Section 5

Where feasible in the appointment of club committee chairpersons, there should be consideration for continuity by recruiting persons for a two-year term or longer.

Article IX Leave of Absence

Upon written application to the secretary, setting forth good and sufficient cause, leave of absence may be granted by the board excusing a member in good standing from attending the meetings of the club for a specified length of time. (Note: Such leave of absence does operate to prevent a forfeiture of membership or to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of article VIII, section 2(b) of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article X Finances

Section 1

The treasurer shall deposit all funds of the club in a bank or other financial institution to be named by the board.

Section 2

All bills shall be paid only by checks signed by the treasurer or other authorized officers. A thorough review of all the club's financial transactions shall be made each year by a qualified accounting person, as designated by the board.

Section 3

Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4

The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods. The payment of per capita dues and magazine subscriptions to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates. Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretariat.

Section 5

Prior to the beginning of each fiscal year the board shall cause to be prepared a budget of estimated income and expenditures. Once approved by the board, the budget shall stand as the limit of expenditures unless otherwise ordered by further action of the board.

Article XI Method of Electing Members

Section 1

The name of a prospective member, proposed by an active member of the club, shall be submitted to the club secretary. The secretary, if not already done, shall ask the membership committee to review the qualifications of the prospective members prior to presentation to the board. A transferring or former member of another club may be proposed to active membership by the former club.

Section 2

Once the review has been completed and the classification determined, the secretary shall ask for a vote, via eVote or at the next board meeting within 30 days, to approve or disapprove the proposal. Once action is taken, the club secretary shall notify the proposer, of the board's decision.

Section 3

If the decision of the board is favorable, the name of the prospective candidate and their classification shall be sent by the secretary to the newsletter editor to be published to the club. Once published, if no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within five (5) business days (Monday-Friday), that person will be eligible for membership. After a formal Orientation (not required for transferring or former Rotarians) and upon payment of the appropriate fees and dues, the person shall be considered elected to membership.

Section 4

If any objections are received when the candidate is published to the club, the board shall vote on the matter at its next meeting. If approved despite the objection, the proposed member shall follow the steps stated in Section 3 and then shall be considered to be elected to membership.

Section 5

Following election to membership, the president shall arrange for the induction of the new member. The club secretary shall report the new member to RI and provide appropriate literature for presentation at the induction. Additionally, the Mentor Committee shall assign a member to assist in the assimilation of the new member.

Section 6 - Corporate Membership

The Rotary Club of Utica offers a Corporate Membership Program for businesses and other organizations, government entities, professional practices, educational institutions, and non-profit organizations. The corporate member will be an active, dues-paying member of the club and of Rotary International.

(a) Qualifications. All corporate members must meet the regular requirements for membership in the club and in Rotary International.

(b) Members. Subject to the approval of the club's board, these organizations may designate one primary corporate individual member and at least 3 alternate members, who must be employed by said entity.

(c) Attendance. The individual corporate members have the same attendance requirements as a regular member.

(d) Dues. All corporate members will pay dues in the amount determined by the board annually.

(e) RI registration. All individual corporate members are full, active members of the club and count in the club's and in Rotary International's database.

(f) Votes and quorum. All individual corporate members are active, are eligible to vote on club matters and are eligible to hold office.

Article XII Resolutions

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article XIII Order of Business

At most regular meetings of the membership, the following Order of Business will be observed:

- Call to Order
- Song
- Pledge of Allegiance
- Invocation
- Introduction of visiting Rotarians & Guests
- Announcements.
- Birthdays
- 50/50
- Introduction of the head table
- Program
- Other Business
- Adjournment

Article XIV Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been emailed, mailed or made available to each voting member at least ten (10) days before such meeting.

No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.

January 2021